

WENDYS INTERNATIONAL INC
 Form 4
 August 05, 2005

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
 MUELLER THOMAS J

2. Issuer Name and Ticker or Trading Symbol
 WENDYS INTERNATIONAL INC
 [WEN]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
 08/03/2005

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 PRES. & COO - N. AMERICA

WENDY'S INTERNATIONAL, INC., P. O. BOX 256

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

DUBLIN, OH 43017-0256

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	08/03/2005		M		324 A \$ 30.8438		D
Common Stock	08/03/2005		M		1,000 A \$ 23.0313		D
Common Stock	08/03/2005		M		1,000 A \$ 23.0313		D
Common Stock	08/03/2005		M		1,000 A \$ 23.0313		D
Common Stock	08/03/2005		M		1,000 A \$ 23.0313		D

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Common Stock	08/03/2005	M	804	A	\$ 17.875	56,485	D	
Common Stock	08/03/2005	M	66,000	A	\$ 37.865	122,485	D	
Common Stock ⁽¹⁾	08/03/2005	S ⁽²⁾	71,128	D	\$ 51.4709	51,357	D	
Common Stock						3,091.008	I	BY 401(K) PLAN

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)	8. Amount or Number of Shares
OPTION (RIGHT TO PURCHASE)	\$ 17.875	08/03/2005		M	804	08/01/2001 07/31/2010	Common Stock	804
OPTION (RIGHT TO PURCHASE)	\$ 23.0313	08/03/2005		M	1,000	05/02/2001 05/01/2010	Common Stock	1,000
OPTION (RIGHT TO PURCHASE)	\$ 23.0313	08/03/2005		M	1,000	05/02/2002 05/01/2010	Common Stock	1,000
OPTION (RIGHT TO PURCHASE)	\$ 23.0313	08/03/2005		M	1,000	05/02/2003 05/01/2010	Common Stock	1,000
OPTION (RIGHT TO PURCHASE)	\$ 23.0313	08/03/2005		M	1,000	05/02/2004 05/01/2010	Common Stock	1,000
	\$ 30.8438	08/03/2005		M	324	07/28/2000 07/27/2009		324

OPTION
(RIGHT TO
PURCHASE)

Common
Stock

OPTION
(RIGHT TO
PURCHASE)

\$ 37.865

08/03/2005

M

66,000

04/29/2003

04/28/2012

Common
Stock

66,

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MUELLER THOMAS J WENDY'S INTERNATIONAL, INC. P. O. BOX 256 DUBLIN, OH 43017-0256			PRES. & COO - N. AMERICA	

Signatures

THOMAS J
MUELLER

08/05/2005

**Signature of Reporting
Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
 - ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) SHARES SHOWN ON TABLE 1 INCLUDE SHARES ACQUIRED PURSUANT TO THE DIVIDEND REINVESTMENT PROVISIONS OF A RESTRICTED STOCK AWARD MADE UNDER THE ISSUER'S 2003 STOCK INCENTIVE PLAN.
 - (2) SALE IN CONNECTION WITH EXERCISE OF EMPLOYEE STOCK OPTIONS.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.